UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, et al.,	Case No. 09-50026 (MG)
Debtors.	(Jointly Administered)
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	Adversary Proceeding Case No. 09-00504 (MG)
Plaintiff,)))
JPMORGAN CHASE BANK, N.A., et al.,))
Defendants.))

STIPULATION AND ORDER DISMISSING CROSS-CLAIMS AGAINST JPMORGAN CHASE BANK, N.A. BY ARES IIIR/IVR CLO LTD., ARES VR CLO LTD., AND ARES ENHANCED LOAN INVESTMENT STRATEGY III, LTD.

IT IS HEREBY STIPULATED AND AGREED, by and among undersigned counsel, as follows:

- Ares IIIR/IVR CLO Ltd., Ares VR CLO Ltd., and Ares Enhanced Loan Investment Strategy III, Ltd. dismiss with prejudice the cross-claims they asserted against defendant JPMorgan Chase Bank, N.A. contained in ECF Doc. # 241, dated November 16, 2015.
- 2. The cross-claims against defendant JPMorgan Chase Bank, N.A. by the other Term Loan Lender Defendants are not affected by this order.

Dated: New York, New York December 11, 2017

KELLEY DRYE & WARREN LLP

By: /s/ John M. Callagy

John M. Callagy Nicholas J. Panarella Martin A. Krolewski 101 Park Avenue

New York, New York 10178 Telephone: (212) 808-7800 Email: jcallagy@kelleydrye.com

WACHTELL, LIPTON, ROSEN & KATZ

By: /s/ C. Lee Wilson

Harold S. Novikoff Marc Wolinsky Amy R. Wolf Carrie M. Reilly C. Lee Wilson 51 West 52nd Street

New York, New York 10019 Telephone: (212) 403-1000 Facsimile: (212) 403-2000 Email: MWolinsky@wlrk.com Attorneys for Defendant JPMorgan

Chase Bank. N.A.

Dated: Los Angeles, California December 11, 2017

JONES DAY

By: /s/ Christopher J. DiPompeo

Bruce Bennett (pro hac vice) Erin L. Burke (pro hac vice)

555 South Flower Street, 50th Floor Los Angeles, California 90071 Telephone: (213) 489-3939

Email: bbennett@jonesday.com
Email: eburke@jonesday.com

Gregory M. Shumaker (*pro hac vice*) Christopher J. DiPompeo (*pro hac vice*)

51 Louisiana Avenue, N.W. Washington, D.C. 20001 Telephone: (202) 879-3939

Email: gshumaker@jonesday.com Email: cdipompeo@jonesday.com Attorneys for Ares IIIR/IVR CLO Ltd., Ares VR CLO Ltd., and Ares Enhanced Loan Investment Strategy III, Ltd.. for purposes of defending against claims brought by the Avoidance Action Trust

MUNGER, TOLLES & OLSON LLP

By: /s/ Bradley R. Schneider

John W. Spiegel (*pro hac vice*) Matthew A. Macdonald (*pro hac vice*) Bradley R. Schneider (*pro hac vice*) 350 South Grand Avenue, 50th Floor Los Angeles, California 90071

Telephone: (213) 683-9100 Email: john.spiegel@mto.com

Email: matthew.macdonald@mto.com Email: bradley.schneider@mto.com

Attorneys for Ares IIIR/IVR CLO Ltd., Ares VR CLO Ltd., and Ares Enhanced Loan Investment Strategy III, Ltd..

IT IS SO ORDERED.

Dated: December 13, 2017 New York, New York

> <u>/s/ Martin Glenn</u> MARTIN GLENN

United States Bankruptcy Judge